

FORM D

(Number and Street, City, State, Zip Code)

□ limited partnership, already formed

□ limited partnership, to be formed Month Year

12

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (

check if this is an amendment and name has changed, and indicate change.)

Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)

Brief Description of Business: optimization of next generation web services infrastructure.

□ Rule 504

(Number and Street, City, State, Zip Code)

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ATES	OMB NUMBER: 3235-0076
NGE COMMISSION	Expires: November 30, 2001
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20349	hours per response16.00
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s changed, and indicate change.)	
□ Rule 505 ■ Rule 506 □ Section	14(6) ULOE
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A. BASIC IDENTIFICATION DAT	A MAI & 1 COOS
nanged, and indicate change.)	181/89
te, Zip Code)	Telephone Number (Including Area Code)
	978-256-7111
nd Street, City, State, Zip Code)	Telephone Number (Including Area Code)
web services infrastructure.	
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artnership, already formed	other (please specify): MAY 28 2003
artnership, to be formed	1.11
th Year	THOMSON FIRANCIAL
01 ■Actual □ Estimated	FINANCUA

#### GENERAL INSTRUCTIONS

Series B Convertible Preferred Stock Filing Under (Check box(es) that apply):

285 Mill Road, Chelmsford, MA 01824 Address of Principal Business Operations (if

different from Executive Offices)

Type of Business Organization

corporation □ business trust

Acopia Networks, Inc. Address of Executive Offices

1. Enter the information requested about the issuer

Actual or Estimated Date of Incorporation or Organization

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

DE

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



		A. BASIC IDENT	IFICATION DATA		
2. Enter the information requested for  • Each promoter of the issuer, if  • Each beneficial owner having  • Each executive officer and dire  • Each general and managing pa	the issuer has be the power to vote ector of corporate	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10		lass of equity securities of the issuer; ship issuers; and
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	-				
Wu, Chin-Cheng					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
	·		- ',		
c/o Acopia Networks, Inc., 285 Mill Roa	<del></del>				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Baldwin, Christopher					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
c/o Acopia Networks, Inc., 285 Mill Roa	d Chalmaford	MA 01924			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		Deficited Owner	L'Accusive Officer	■ Director	General and/or Wanaging Fattier
,					
Sachs, Bruce	37 1 10	G: 6 - F: 6			
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)		
c/o Acopia Networks, Inc., 285 Mill Roa	d, Chelmsford,	MA 01824			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
A goal WIII I D					
Accel VIII LP  Business or Residence Address	(Number and S	Street, City, State, Zip Co-	de)		
	(* ************************************		<i></i> ,		
428 University Avenue, Palo Alto, CA 9		<del></del>			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Charles River Partnership XI LP					
Business or Residence Address	(Number and S	Street, City, State, Zip Co.	de)		
1000 Winter Street, Suite 3300, Walthar	MA 02451				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	L Homoter	- Beneficial Owner	Li Excentive Officer	<u> </u>	Ocheral and/of Wanaging Farther
,					
Carr, Owen					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
8 Pigeon Hill Drive, Grafton, MA 01519					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
I ynch Christopher					
Lynch, Christopher Business or Residence Address	(Number and 9	Street, City, State, Zip Co	de)		
c/o Acopia Networks, Inc., 285 Mill Roa		•	•		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# A. BASIC IDENTIFICATION DATA

<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>						
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
T . 1 TY 7						
Hutcheson, III, Zenas Business or Residence Address	(Nombar and	Stand City State 7im Co	.da\			
Business of Residence Address	(Number and	Street, City, State, Zip Co	ide)			
c/o Acopia Networks, Inc., 285 Mill Roa	d. Chelmsford	, MA 01824				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
,						
Kasterstein, Rami						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
c/o Acopia Networks, Inc., 285 Mill Roa	d Chalmsford	MA 01824				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	□ Fiolilotet	Belieficial Owner	□ Executive Officer	LI Director	U General and/or ividinaging Farther	
Tun Name (East name mst, it murvidual)						
St. Paul Venture Capital VI, LLC						
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)			
10.100.7711	.=					
10400 Viking Drive, Minneapolis, MN 5						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
SVE Star Ventures Enterprises						
Business or Residence Address	(Number and S	Street, City, State, Zip Cod	le)			
	•		,			
GMBH & Co. No 1X KG, Possartstr. 9,	D81679, Muni	ch, Germany				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
The Goldman Sachs Trust Company, N.	A and its sugge	ssaws as Tweston of the V	W. Family 2002 Trust			
Business or Residence Address		Street, City, State, Zip Co				
Dasmoss of Hostonio Hadress	(1 tarricor ario	Sirver, Sirj, State, 2.p So	,400)			
901 Market Street, Wilmington, DE 198	01					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)				1,000		
771	0.1 GI GI	*** 100 × 11	CITI I I II			
Khang Lin and Shalin Wu, as Trustees of Business or Residence Address		eng Wu 1996 Irrevocabl Street, City, State, Zip Co				
Business of Residence Address	(Number and	Sueet, City, State, Zip Co	ode)			
303 Kimball Road, Carlisle, MA 01741						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Mount on and	Street, City, State, Zip Co				
Business of Residence Address	(Number and	Sireet, City, State, Zip Co	ide)			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
,						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			

	B. INFORMATION ABOUT OFFERING		
1	Heads issue and an decision in the second and the s	Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.		•
2.	What is the minimum investment that will be accepted from any individual?	\$	n/a
	·	Yes	No
3.	Does the offering permit joint ownership of a single unit?	•	
4,			
Full Non	Name (Last name first, if individual)		
	ness or Residence Address (Number and Street, City, State, Zip Code)		
Dusi	ness of Residence Address (Number and Street, City, State, Zip Code)		
Nam	e of Associated Broker or Dealer	· <del></del>	<del> </del>
	"		·
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	All States	
_ [/ _ [] _ []	AL] _[AK] _[AZ]	_ [HI] _ [MS] _ [OR]	_ [ID] _ [MO] _ [PA]
_ [J	RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [WY]	_ [PR]
Full	name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	e of Associated Broker or Dealer	-	
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers	<del></del> ,	
	(Check "All States" or check individual States)	All States	
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Full l	Name (Last name first, if individual)	<del></del>	
Busin	ness or Residence Address (Number and Street, City, State, Zip Code)		
Name	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [A _ [I] _ [N _ [R	L] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN]  MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold			
	Type of Security					
	Debt	\$	\$			
	Equity	\$ <u>30,000,016.42</u>	\$ <u>30,000,016.42</u>			
	□ Common ■ Preferred					
	Convertible Securities (including warrants)	\$	\$			
	Partnership Interests	\$	\$			
	Other (Specify)	\$	\$			
	Total	\$ <u>30,000,016.42</u>	\$ <u>30,000,016.42</u>			
	Answer also in Appendix, Column 3, if filing under ULOE.					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases			
	Accredited Investors	42	\$ <u>30,000,016.42</u>			
	Non-accredited Investors		\$			
	Total (for filings under Rule 504 only)		\$			
	Answer also in Appendix, Column 4, if filing under ULOE					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering	Type of Security	Dollar Amount Sold			
	Rule 505		\$			
	Regulation A		· · · · · · · · · · · · · · · · · · ·			
	Rule 504		\$			
	Total		\$			
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
	Transfer Agent's Fees		\$			
	Printing and Engraving Costs	_	\$			
	Legal Fees	•	\$ 60,000			
	Accounting Fees	-	\$			
	Engineering Fees		\$			
			φ			
	Sales Commissions (specify finders' fees separately)		\$			
	Other Expenses (identify)		\$			
	Total	•	\$ <u>60,000</u>			

	C. OFFERING PRIC	CE, NUMBER OF INVESTORS, EX	PENSES AN	D USE OF PROCEEDS		
	b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."				\$ 29	9,940,016.42
5.	Indicate below the amount of the adjusted gross profor each of the purposes shown. If the amount for a and check the box to the left of the estimate. The to adjusted gross proceeds to the issuer set forth in res	my purpose is not known, furnish an e otal of the payments listed must equal	stimate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation of machine	nery and equipment		\$		\$
	Construction or leasing of plant buildings and facili	ties		\$		\$
	Acquisition of other business (including the value of that may be used in exchange for the assets or secure	rities of another issuer pursuant to a		ф		
	merger)			\$1,207,800,41		\$
	Repayment of indebtedness		•	\$ <u>1,207,890.41</u>		\$ 28,732,126.01
	Working capital			\$		\$, 20,732,120.01
	Other (specify):	<u> </u>	- 0	\$		\$
				\$		\$
	Column Totals		•	\$ <u>1,207,890.41</u>	•	\$. 28 <b>,</b> 732 <b>,</b> 126 <b>.</b> 01
Total Payments Listed (column totals added)				=	\$29,940	,016.42
		D. FEDERAL SIGNATU	URE			
an u	issuer has duly caused this notice to be signed by the ndertaking by the issuer to furnish to the U.S. Securit accredited investor pursuant to paragraph (b)(2) of R	ies and Exchange Commission, upon				
	er (Print or Type) pia Networks, Inc.	Signature A A A	L	Date May/6, 2003		
Nan	e of Signer (Print or Type)	Title of Signer (Print or Type)				
Ch.		President and Chief Executive Office	.09			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)